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ELIAS C. ALVORD (1942)
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18016-44
FILED

SEP 30 1993 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

OF COUNSEL
URBAN A. LESTER

3-273A031

September 30, 1993

18016-44

LICENSING BRANCH

SEP 30 1 03 PM '93

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Termination of Agreement (Partial) dated September 30, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to an Interim Use Agreement dated as of November 24, 1992, which was recorded on December 2, 1992 under Recordation Number 18016.

The names and addresses of the parties to the enclosed document are:

Thrall Car Manufacturing Company
2521 State Street
Chicago, Illinois 60411-0218

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

A description of the railroad equipment covered by the enclosed document is set forth in Annex A thereto.

Elias C. Alvord

Charles W. Alvord

Mr. Sidney L. Strickland, Jr.
September 30, 1993
Page 2

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

180164
SEP 30 1993 - 1 10 PM

TERMINATION OF AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF AGREEMENT, made this ^{30th} ~~29th~~ day of *Qw.* September, 1993, by and between THRALL CAR MANUFACTURING COMPANY, an Illinois corporation ("Thrall"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("Railroad").

WHEREAS, Thrall and Railroad are parties to an Interim Use Agreement, dated as of November 24, 1992 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on December 2, 1992, at 11:55 a.m. and given Recordation Number 18016; and

WHEREAS, Thrall and Railroad desire to terminate and cancel the Agreement with respect to the items described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and Thrall, intending to be legally bound, agree as follows:

1. Railroad and Thrall hereby terminate and cancel the Agreement, effective September 29, 1993, with respect to the items described on Annex A hereto (hereinafter, the "Terminated Units"), and Railroad and Thrall hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Units shall survive the termination and cancellation of the Agreement, except for the obligations under Section 4 of the Agreement with respect to the time period during which the Terminated Units were subject to the Agreement, which obligations shall survive the termination and cancellation of the Agreement.

2. The parties agree to record this Termination of Agreement with the ICC.

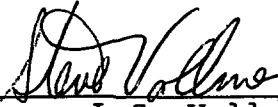
3. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY


Name: CRAIG N. SMETKO
Title: ASSISTANT SECRETARY

By: 
Name: L.S. Vollmer
Title: Asst. Vice President - Finance

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

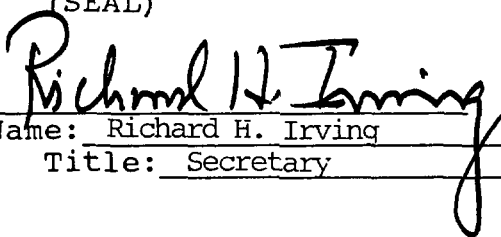
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY


Name: _____
Title: _____

By: _____
Name: L.S. Vollmer
Title: Director of Finance

ATTEST:
(SEAL)

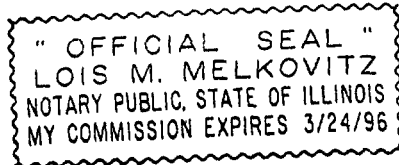
THRALL CAR MANUFACTURING COMPANY


Name: Richard H. Irving
Title: Secretary

By: 
Name: James S. Verbic
Title: Vice President-Finance

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 24 day of September, 1993, before me personally appeared L.S. Vollmer, to me personally known, who, being duly sworn, did say that he is Asst. Vice President - Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Lois M. Melkovitz
Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this _____ day of September, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____ of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this _____ day of September, 1993, before me personally appeared L.S. Vollmer, to me personally known, who, being duly sworn, did say that he is Director of Finance of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF ~~COOK~~ DuPAGE)

On this 29th day of September, 1993, before me personally appeared James S. Yerbic, to me personally known, who, being duly sworn, did say that he is Vice President-Finance of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Notary Public

My commission expires:

1-30-94



ANNEX A

 FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER	CAR MARK	ROAD NUMBERS	INSPECTION DATE
-----	-----	-----	-----
ATSF 3501	TTGX	982212	AUG-18-1993
ATSF 3502	TTGX	941006	" "
ATSF 3503	TTGX	980251	" "
ATSF 3504	TTGX	975821	" "
ATSF 3505	TTGX	975851	" "
ATSF 3506	TTGX	991179	" "
ATSF 3507	TTGX	983614	" "
ATSF 3508	TTGX	981241	" "
ATSF 3541	TTGX	990534	AUG-25-1993
ATSF 3542	TTGX	983206	" "
ATSF 3543	TTGX	979024	" "
ATSF 3544	TTGX	965389	" "
ATSF 3545	TTGX	983613	" "
ATSF 3546	TTGX	980035	" "
ATSF 3547	TTGX	990383	" "
ATSF 3548	TTGX	980058	" "
ATSF 3549	TTGX	979195	AUG-26-1993
ATSF 3550	TTGX	942359	" "
ATSF 3551	TTGX	980525	" "
ATSF 3552	TTGX	979995	" "
ATSF 3553	TTGX	982300	" "
ATSF 3555	TTGX	982151	" "
ATSF 3556	TTGX	982324	" "
ATSF 3557	TTGX	975735	" "
ATSF 3554	TTGX	942228	AUG-27-1993
ATSF 3558	TTGX	981190	" "
ATSF 3559	TTGX	983053	" "
ATSF 3560	TTGX	160290	" "
ATSF 3561	TTGX	979214	" "
ATSF 3562	TTGX	982287	" "
ATSF 3563	TTGX	965647	" "
ATSF 3564	TTGX	975733	" "
ATSF 3565	TTGX	990634	AUG-30-1993
ATSF 3566	TTGX	980388	" "
ATSF 3567	TTGX	979047	" "
ATSF 3568	TTGX	983191	" "
ATSF 3569	TTGX	990451	" "
ATSF 3570	TTGX	990486	" "
ATSF 3571	TTGX	978892	" "
ATSF 3572	TTGX	961635	" "
ATSF 3573	TTGX	979059	AUG-31-1993
ATSF 3574	TTGX	942815	" "
ATSF 3575	TTGX	979113	" "

ANNEX A

 FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 768

RACK NUMBER		CAR MARK	ROAD NUMBERS	INSPECTION DATE
-----		-----	-----	-----
ATSF	3576	TTGX	990949	" "
ATSF	3577	TTGX	961418	" "
ATSF	3579	TTGX	990892	" "
ATSF	3580	TTGX	942715	" "
ATSF	3581	TTGX	980413	" "
ATSF	3582	TTGX	981989	" "
ATSF	3578	TTGX	940150	SEP-01-1993
ATSF	3583	TTGX	942242	" "
ATSF	3584	TTGX	965616	" "
ATSF	3585	TTGX	979081	" "
ATSF	3586	TTGX	982064	" "
ATSF	3587	TTGX	980110	" "
ATSF	3588	TTGX	983612	" "
ATSF	3589	TTGX	979848	" "
ATSF	3590	TTGX	980970	SEP-02-1993
ATSF	3591	TTGX	964680	" "
ATSF	3592	TTGX	978999	" "
ATSF	3593	TTGX	983071	" "
ATSF	3594	TTGX	993122	" "
ATSF	3595	TTGX	990470	" "
ATSF	3596	TTGX	941049	" "
ATSF	3597	TTGX	981282	" "
ATSF	3598	TTGX	942214	SEP-03-1993
ATSF	3599	TTGX	990202	" "
ATSF	3600	TTGX	983014	" "
ATSF	3601	TTGX	981896	" "
ATSF	3602	TTGX	964685	" "
ATSF	3603	TTGX	255421	" "
ATSF	3604	TTGX	990423	" "
ATSF	3605	TTGX	978894	" "
ATSF	3606	TTGX	979803	SEP-07-1993
ATSF	3607	TTGX	975798	" "
ATSF	3608	TTGX	942005	" "
ATSF	3609	TTGX	941045	" "
ATSF	3610	TTGX	940125	" "
ATSF	3611	TTGX	991246	" "
ATSF	3612	TTGX	980946	" "
ATSF	3613	TTGX	942387	" "
ATSF	3614	TTGX	991015	SEP-08-1993
ATSF	3615	TTGX	990807	" "
ATSF	3616	TTGX	982063	" "
ATSF	3617	TTGX	963106	" "
ATSF	3618	TTGX	975679	" "

ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS
-----SHIPPED FOR JOB 768

RACK NUMBER		CAR MARK	ROAD NUMBERS	INSPECTION DATE
-----		-----	-----	-----
ATSF	3619	TTGX	980691	" "
ATSF	3620	TTGX	983608	" "
ATSF	3621	TTGX	982305	" "
ATSF	3622	TTGX	991166	SEP-10-1993
ATSF	3623	TTGX	983610	" "
ATSF	3624	TTGX	961455	" "
ATSF	3625	TTGX	962037	" "
ATSF	3626	TTGX	975750	" "
ATSF	3627	TTGX	983620	" "
ATSF	3628	TTGX	978805	" "
ATSF	3629	TTGX	982302	" "
ATSF	3630	TTGX	979147	SEP-13-1993
ATSF	3631	TTGX	993042	" "
ATSF	3632	TTGX	990548	" "
ATSF	3633	TTGX	941121	" "
ATSF	3634	TTGX	979002	" "
ATSF	3635	TTGX	982102	" "
ATSF	3636	TTGX	983621	" "
ATSF	3637	TTGX	964053	" "
ATSF	3638	TTGX	979052	" "
TOTAL CARS			106	